

APR 04 '08 -12 15 PM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

April 4, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 3, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: Infinity Rail II, LLC  
c/o Infinity Asset Management, LLC (as  
Manager)  
1355 Peachtree Street,  
Suite 750 - South Tower  
Atlanta, GA 30308

[Lessee: Ontario Northland Transportation Commission  
555 Oak St. East  
North Bay, ON P1B8L3  
Canada]

Anne K. Quinlan, Esquire  
April 4, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

33 railcars within the series ATW 111003 - ATW 111048 (previously with GNRR reporting marks and road numbers) as more particularly set forth in the schedule attached to the document).

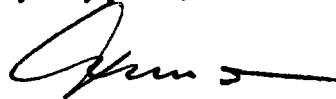
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

APR 04 '08 -12 1 5 PM

MEMORANDUM OF LEASE

## SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to Ontario Northland Transportation Commission ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means Lease Agreement dated as of February 1, 2006, between Infinity Rail, LLC ("IR"), as lessor, and Ontario Northland Transportation Commission ("ONTC"), as lessee.

2. The addresses of the parties are as follows:

Infinity Rail, LLC  
(Lessor)  
c/o Infinity Asset Management, LLC as Manager  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, Georgia 30309

Ontario Northland Transportation Commission  
(Lessee)  
555 Oak St. East  
North Bay, ON P1B8L3

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

Executed as of April 3, 2008.

INFINITY RAIL, LLC  
By Infinity Asset Management, LLC as Manager

By: [Signature]  
Jeffrey E. Edelman, President

Fulton County, Georgia

On April 3, 2008, before me personally appeared Jeffrey F. Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.

[Signature]  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia  
My Commission Expires Aug. 2, 2009

### Description of Railcars

Description of Cars:

used 50 ft. 100-ton rigid underframe Plate B boxcars

Quantity:

thirty-three (33)

Reporting marks and identifying numbers:

Unit Count	Previous Mark	Previous Number	Current Mark	Current Number
1	GNRR	11003	ATW	111003
2	GNRR	11004	ATW	111004
3	GNRR	11005	ATW	111005
4	GNRR	11006	ATW	111006
5	GNRR	11008	ATW	111008
6	GNRR	11009	ATW	111009
7	GNRR	11011	ATW	111011
8	GNRR	11012	ATW	111012
9	GNRR	11013	ATW	111013
10	GNRR	11016	ATW	111016
11	GNRR	11017	ATW	111017
12	GNRR	11019	ATW	111019
13	GNRR	11020	ATW	111020
14	GNRR	11024	ATW	111024
15	GNRR	11026	ATW	111026
16	GNRR	11027	ATW	111027
17	GNRR	11028	ATW	111028
18	GNRR	11029	ATW	111029
19	GNRR	11030	ATW	111030
20	GNRR	11032	ATW	111032
21	GNRR	11033	ATW	111033
22	GNRR	11034	ATW	111034
23	GNRR	11035	ATW	111035
24	GNRR	11036	ATW	111036
25	GNRR	11037	ATW	111037
26	GNRR	11038	ATW	111038
27	GNRR	11039	ATW	111039
28	GNRR	11040	ATW	111040
29	GNRR	11041	ATW	111041
30	GNRR	11042	ATW	111042
31	GNRR	11043	ATW	111043
32	GNRR	11044	ATW	111044
33	GNRR	11048	ATW	111048

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/4/08



\_\_\_\_\_  
Robert W. Alvord